

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**FORM S-8
REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933**

MGIC INVESTMENT CORPORATION
(Exact name of registrant as specified in its charter)

Wisconsin
(State or other jurisdiction of incorporation or organization)

39-1486475
(I.R.S. Employer Identification No.)

**250 East Kilbourn Avenue
Milwaukee, Wisconsin 53202**
(Address, including zip code, of registrant's principal executive offices)

MGIC Investment Corporation 2020 Omnibus Incentive Plan
(Full title of the plan)

Paula C. Maggio
Executive Vice President, General Counsel and Secretary
MGIC Investment Corporation
250 East Kilbourn Avenue
Milwaukee, Wisconsin 53202
(414) 347-2437

(Name, address, and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$1.00 par value	11,000,000	\$7.14 (1)	\$78,540,000 (1)	\$10,194.49

(1) Estimated pursuant to Rule 457(c) and (h) under the Securities Act of 1933, as amended, solely for the purpose of calculating the registration fee based on the average of the high and low prices of the Common Stock as reported by The New York Stock Exchange on May 19, 2020.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The document or documents containing the information specified in Part I are not required to be filed with the Securities and Exchange Commission (the "Commission") as part of this Form S-8 Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by MGIC Investment Corporation (the "Company") with the Commission are hereby incorporated herein by reference:

1. The Company's Annual Report on Form 10-K for the fiscal year ended [December 31, 2019](#).
2. The Company's Quarterly Report on Form 10-Q for the quarter ended [March 31, 2020](#).
3. The Company's Current Reports on Form 8-K filed [March 25, 2020](#); [March 27, 2020](#); [April 27, 2020](#) and [May 19, 2020](#).
4. The description of the Company's Common Stock contained in Item 1 of the Company's Registration Statement on Form 8-A, dated July 25, 1991, filed with the Commission pursuant to Section 12 of the Securities Exchange Act of 1933, as amended, and any amendments or reports filed for the purpose of updating such description.
5. All documents filed by the Company pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all such securities then remaining to be sold.

A statement contained in any incorporated document shall be modified or superseded for the purposes of this Registration Statement if it is modified or superseded by a document which is also incorporated in this Registration Statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Pursuant to the Wisconsin Business Corporation Law and the Company's Amended and Restated Bylaws, directors and officers of the Company are entitled to mandatory indemnification from the Company against certain liabilities and expenses (1) to the extent such officers or directors are successful in the defense of a proceeding and (2) in proceedings in which the director or officer is not successful in defense thereof unless (in the latter case only) it is determined that the director or officer breached or failed to perform his or her duties to the Company and such breach or failure constituted: (a) a willful failure to deal fairly with the Company or its shareholders in connection

with a matter in which the director or officer had a material conflict of interest; (b) a violation of the criminal law, unless the director or officer had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful; (c) a transaction from which the director or officer derived an improper personal profit; or (d) willful misconduct. The Wisconsin Business Corporation Law specifically states that it is the public policy of Wisconsin to require or permit indemnification, allowance of expenses and insurance in connection with a proceeding involving securities regulation, as described therein, to the extent required or permitted as described above. Additionally, under the Wisconsin Business Corporation Law, directors of the Company are not subject to personal liability to the Company, its shareholders or any person asserting rights on behalf thereof for certain breaches or failures to perform any duty resulting solely from their status as directors except in circumstances paralleling those in subparagraphs (a) through (d) outlined above.

Expenses for the defense of any action for which indemnification may be available may be advanced by the Company under certain circumstances.

The indemnification provided by the Wisconsin Business Corporation Law and the Company's Amended and Restated Bylaws is not exclusive of any other rights to which a director or officer may be entitled. The Company also maintains a liability insurance policy for its directors and officers as permitted by Wisconsin law which may extend to, among other things, liability arising under the Securities Act of 1933.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

Exhibit List:

Exhibit Number	Description
(4.1)	Articles of Incorporation, as amended, [Incorporated by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q, filed on August 8, 2013]
(4.2)	Amended and Restated Bylaws, as amended, [Incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K, filed on May 19, 2020]
(4.3)	MGIC Investment Corporation 2020 Omnibus Incentive Plan, [Incorporated by reference to Appendix C to the Company's Proxy Statement dated March 20, 2020 in connection with its Annual Meeting of Shareholders held on April 23, 2020 (File No. 001-10816)]
(5)	Opinion of Foley & Lardner LLP
(23.1)	Consent of PricewaterhouseCoopers LLP
(23.2)	Consent of Foley & Lardner LLP (contained in Exhibit 5 hereto)
(24)	Powers of Attorney relating to this filing and any subsequent amendments

Item 9. Undertakings.

(a) The undersigned registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

- (i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;
- (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement; and
- (iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

- (2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
 - (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Milwaukee, State of Wisconsin, on this 22nd day of May, 2020.

MGIC INVESTMENT CORPORATION

By: */s/ Nathaniel H. Colson*

Nathaniel H. Colson

Executive Vice President and Chief Financial
Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by or on behalf of the following persons in their indicated capacities, all as of May 22, 2020.

<u>Signature</u>	<u>Title</u>
<u>/s/ Timothy J. Mattke</u> Timothy J. Mattke	Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ Nathaniel H. Colson</u> Nathaniel H. Colson	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
<u>/s/ Julie K. Sperber</u> Julie K. Sperber	Vice President, Controller and Chief Accounting Officer (Principal Accounting Officer)
<u>*</u> Curt S. Culver	Director, Chairman of the Board
<u>*</u> Daniel A. Arrigoni	Director
<u>*</u> C. Edward Chaplin	Director
<u>*</u> Jay C. Hartzell	Director
<u>*</u> Timothy A. Holt	Director
<u>*</u> Kenneth M. Jastrow, II	Director
<u>*</u> Jodeen A. Kozlak	Director
<u>*</u> Michael E. Lehman	Director
<u>*</u> Melissa B. Lora	Director
<u>*</u> Gary A. Poliner	Director
<u>*</u> Sheryl L. Sculley	Director
<u>*</u> Mark M. Zandi	Director

* By: /s/ Timothy J. Mattke
Timothy J. Mattke
Attorney-in-Fact



FOLEY & LARDNER LLP

ATTORNEYS AT LAW

777 East Wisconsin Avenue
 Milwaukee, WI 53202-5306
 414.271.2400 TEL
 414.297.4900 FAX
 www.foley.com

CLIENT/MATTER NUMBER
 065397-0102

May 22, 2020

MGIC Investment Corporation
 250 East Kilbourn Avenue
 Milwaukee, WI 53202

Ladies and Gentlemen:

We have acted as counsel for MGIC Investment Corporation, a Wisconsin corporation (the “Company”), in conjunction with the preparation of a registration statement on Form S-8 (the “Registration Statement”) to be filed by the Company with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the “Securities Act”), relating to 11,000,000 shares of the Company’s common stock, \$1.00 par value per share (the “Shares”), that may be issued pursuant to the MGIC Investment Corporation 2020 Omnibus Incentive Plan (the “Plan”).

In connection with our representation, we have examined originals or copies, certified or otherwise identified to our satisfaction, of: (i) the Plan; (ii) the Registration Statement; (iii) the Amended and Restated Articles of Incorporation and the Bylaws of the Company, each as amended to date and currently in effect; (iv) resolutions of the Board of Directors of the Company relating to the Plan and the issuance of securities thereunder; and (v) such other documents and records as we have deemed necessary to enable us to render this opinion. In all such examinations, we have assumed the genuineness of all signatures, the authenticity of all documents, certificates, and instruments submitted to us as originals and the conformity with the originals of all documents submitted to us as copies. We have, among other things, relied upon certificates of public officials and, as to various factual matters, certificates of officers of the Company.

Based upon and subject to the foregoing, and assuming that (a) the Registration Statement and any amendments thereto will be effective and will comply with all applicable laws at the time the Shares are offered or issued as contemplated by the Registration Statement; and (b) all Shares will be issued and sold in compliance with applicable federal and state securities laws and in the manner stated in the Registration Statement, we are of the opinion that the Shares covered by the Registration Statement, when issued and paid for pursuant to the terms and conditions of the Plan, and as contemplated in the Registration Statement, will be validly issued, fully paid and nonassessable.

AUSTIN
 BOSTON
 CHICAGO
 DALLAS
 DENVER

DETROIT
 HOUSTON
 JACKSONVILLE
 LOS ANGELES
 MADISON

MEXICO CITY
 MIAMI
 MILWAUKEE
 NEW YORK
 ORLANDO

SACRAMENTO
 SAN DIEGO
 SAN FRANCISCO
 SILICON VALLEY
 TALLAHASSEE

TAMPA
 WASHINGTON, D.C.
 BRUSSELS
 TOKYO

With respect to the foregoing opinion, at one time Section 180.0622(2)(b) of the Wisconsin Business Corporation Law imposed personal liability upon shareholders for debts owing to employees of the Company for services performed, but not exceeding six months' service in any one case. This statutory provision was repealed by 2005 Wisconsin Act 474, which provided that the repeal applies to debts incurred on or after June 14, 2006.

We are qualified to practice law in the State of Wisconsin and we do not purport to be experts on the law other than that of the State of Wisconsin and the federal laws of the United States of America. We express no opinion as to the laws of any jurisdiction other than the State of Wisconsin and the federal laws of the United States.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to our firm in the Registration Statement. In giving this consent, we do not admit that we are "experts" within the meaning of Section 11 of the Securities Act or within the category of persons whose consent is required by Section 7 of the Securities Act.

Very truly yours,

/s/ Foley & Lardner LLP

FOLEY & LARDNER LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of MGIC Investment Corporation of our report dated February 21, 2020 relating to the financial statements, financial statement schedules, and the effectiveness of internal control over financial reporting which appears in MGIC Investment Corporation's Annual Report on Form 10-K for the year ended December 31, 2019.

/s/ PricewaterhouseCoopers LLP
Milwaukee, Wisconsin
May 22, 2020

POWER OF ATTORNEY

The undersigned Director of MGIC Investment Corporation (the "Company") hereby constitutes and appoints Timothy J. Mattke, Nathaniel H. Colson and Paula C. Maggio, and each of them individually, his or her true and lawful attorney-in-fact and agent with full power of substitution and resubstitution for him or her and in his or her name, place and stead, in any and all capacities, to sign:

- (1) the Registration Statement on Form S-8 and any and all amendments (including post-effective amendments) to the Registration Statement relating to the registration of up to 11,000,000 shares of Common Stock \$1.00 par value under the Company's 2020 Omnibus Incentive Plan; and
- (2) any and all post-effective amendments to any Registration Statements on Form S-8 currently in effect relating to the Company's 2015 Omnibus Incentive Plan; and
- (3) any and all post-effective amendments to any Registration Statements on Form S-8 currently in effect relating to the Company's 2002 Stock Incentive Plan.

and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Dated this 22nd day of May, 2020.

By: /s/ C. Edward Chaplin

Name: C. Edward Chaplin

POWER OF ATTORNEY

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Dated this 22nd day of May, 2020.

By: /s/ Curt S. Culver

Name: Curt S. Culver

POWER OF ATTORNEY

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Dated this 22nd day of May, 2020.

By: /s/ Jay C. Hartzell

Name: Jay C. Hartzell

POWER OF ATTORNEY

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Dated this 22nd day of May, 2020.

By: /s/ Timothy A. Holt

Name: Timothy A. Holt

POWER OF ATTORNEY

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Dated this 22nd day of May, 2020.

By: /s/ Kenneth M. Jastrow, II

Name: Kenneth M. Jastrow, II

POWER OF ATTORNEY

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Dated this 22nd day of May, 2020.

By: /s/ Jodeen A. Kozlak

Name: Jodeen A. Kozlak

POWER OF ATTORNEY

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Dated this 22nd day of May, 2020.

By: /s/ Michael E. Lehman

Name: Michael E. Lehman

POWER OF ATTORNEY

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Dated this 22nd day of May, 2020.

By: /s/ Melissa B. Lora

Name: Melissa B. Lora

POWER OF ATTORNEY

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Dated this 22nd day of May, 2020.

By: /s/ Gary A. Poliner

Name: Gary A. Poliner

POWER OF ATTORNEY

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Dated this 22nd day of May, 2020.

By: /s/ Sheryl L. Sculley

Name: Sheryl L. Sculley

